

Warren H. Smith & Associates, P.C.

325 North St. Paul Street
Suite 1275
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Invoice submitted to:
The Thaxton Group, Inc.
Legal Department
Mr. James Cantley
1601 Pageland Highway
Lancaster SC 29720

January 31, 2005

In Reference To: Bankruptcy Fee Audit Case No. 03-13182

Invoice # 10527

Professional Services

		<u>Hours</u>	<u>Amount</u>
1/3/2005	LMH telephone conference with J. Allgood re: preparation for hearing on January 7, 2005 for third quarterly applications.	0.10	13.00
	LMH receive, review, and respond to e-mail from M. Bailey, Thaxton, re: status of narrative response to third quarterly initial report re: duplicative May 2004 monthly investment banking fee.	0.20	26.00
	DTW Review and revise Nelson Mullins 4th initial report (.1).	0.10	14.50
	JBA telephone conference with L. Hamm confirming setup of telephonic hearing	0.10	4.00
	LMH receive, review, and respond to e-mail from S. Naylor, Stephens, re: status of narrative response on duplicative May 2004 investment banking fee.	0.10	13.00
	LMH telephone conference with T. Saunders, Stephens, re: duplicative request for May 2004 monthly investment banking fee.	0.20	26.00
	LMH receive, review and respond to e-mail from S. Mannino, Morris Nichols, re: revised September 2004 application.	0.10	13.00
1/4/2005	LMH receive, review, and respond to e-mail from A. Conway, Morris Nichols, re: administrative errors identified in fourth quarterly application.	0.10	13.00
	JBA Update database with HGH 11.04 e-detail	0.10	4.00

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		<u>Hours</u>	<u>Amount</u>
1/4/2005	JBA Update database with Buist 11.04 e-detail	0.10	4.00
	LMH detailed review of amended electronic detail for Morris Nichols' September 2004 application.	1.40	182.00
	LMH receive, review, and respond to e-mail from W. Smith re: preparation for hearing on third quarterly applications.	0.40	52.00
	LMH receive, review, and respond to e-mail from L. Weinfeld, HGH, re: November 2004 electronic data.	0.10	13.00
	LMH detailed review of Morris Nichols' August 2004 application.	0.50	65.00
1/5/2005	LMH Continued detailed review of amended electronic detail for Morris Nichols' September 2004 application.	3.80	494.00
	LMH telephone conference with S. Mannino, Morris Nichols, re: discrepancy in billing rates in electronic data for amended September 2004 invoice.	0.20	26.00
	LMH receive, review, and respond to e-mail from S. Mannino, Morris Nichols, re: hourly rate discrepancies in amended September 2004 electronic detail.	0.20	26.00
1/6/2005	LMH telephone conference with J. Allgood (x2) re: hearing on third quarterly applications.	0.20	26.00
	LMH draft fourth quarterly initial report and exhibits for Morris Nichols.	3.30	429.00
	LMH receive, review, and respond to e-mail from W. Smith re: amended agenda for hearing on third quarterly applications.	0.10	13.00
	LMH draft e-mail to A. Conway, Morris Nichols, re: proposed order for hearing on third quarterly applications.	0.10	13.00
	LMH receive and review e-mail from A. Conway, Morris Nichols, re: status of draft order for third quarterly hearing.	0.10	13.00
	LMH Continued detailed review of amended electronic detail for Morris Nichols' September 2004 application.	2.90	377.00
	LMH draft e-mail to W. Smith re: status of draft order for hearing on third quarterly applications.	0.10	13.00

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Hours **Amount**

1/6/2005	WHS	receive and review 19 misc pleadings	0.10	27.50
1/7/2005	LMH	detailed review of Rayburn Cooper's fourth quarterly fees and expenses.	1.80	234.00
	LMH	Second telephone conference with J. Allgood re: hearing preparation for third quarterly applications and draft e-mail to J. Allgood re: same.	0.20	26.00
	LMH	draft e-mail to A. Conway, Morris Nichols, re: draft order for third quarterly applications.	0.10	13.00
	LMH	detailed review of draft order for third quarterly applications.	0.20	26.00
	LMH	receive and review e-mail from A. Conway, Morris Nichols, re: amended draft order for third quarterly applications; and draft e-mail to W. Smith re: same.	0.10	13.00
	LMH	continue draft fourth quarterly initial report and exhibits for Morris Nichols.	0.80	104.00
	PGS	Electronic filing with court of November 2004 CNO of WHS	0.10	8.00
	PGS	Preparation of CNO for November 2004 of WHS	0.10	8.00
	PGS	Preparation of December 2004 Monthly Invoice of WHS	0.60	48.00
	LMH	telephone conference with J. Allgood re: preparations for hearing on third quarterly applications.	0.10	13.00
1/8/2005	LMH	Continued detailed review of Rayburn Cooper's fourth quarterly fees and expenses.	1.00	130.00
1/10/2005	LMH	Complete detailed review of Rayburn Cooper's fourth quarterly fees and expenses.	1.70	221.00
	LMH	Begin draft fourth quarterly initial report and exhibits for Rayburn Cooper.	3.10	403.00

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Hours **Amount**

1/10/2005	LMH	draft revisions to fourth quarterly initial report for Morris Nichols.	0.50	65.00
	JBA	Update database with Summerall 11.04 revised e-detail	0.10	4.00
1/11/2005	LMH	Extended telephone conference with G. Dixon, Nelson Mullins, re: fourth quarterly initial report.	0.50	65.00
	JBA	telephone conference with L. Hamm re: revisions to Rayburn Cooper 4th Interim IR	0.10	4.00
	LMH	detailed review of HGH's fourth quarterly fees and expenses.	1.40	182.00
	LMH	detailed review of Moses & Singer's fourth quarterly fees and expenses.	1.80	234.00
	LMH	receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: contact information.	0.10	13.00
	LMH	draft fourth quarterly initial report for HGH.	0.80	104.00
1/12/2005	DTW	Review and revise Morris Nichols and Rayburn 4th initial reports (.5).	0.50	72.50
	LMH	receive, review, and respond to e-mail from C. Danielson, Moses & Singer, re: amended fourth quarterly application to be filed.	0.10	13.00
	LMH	Continued detailed review of Moses & Singer's fourth quarterly fees and expenses.	1.90	247.00
	LMH	draft fourth quarterly initial report and exhibits for Moses & Singer.	0.90	117.00
	LMH	draft e-mail to C. Danielson, Moses & Singer, re: discrepancies in aggregate period requests and values stated in fourth quarterly application.	0.20	26.00
	LMH	detailed review of Moses & Singer's fourth quarterly application to identify discrepancies in total fees and expenses requested during Application Period.	0.20	26.00

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Hours **Amount**

1/12/2005	PGS	Electronic filing with court of December 2004 Monthly Invoice of WHS	0.10	8.00
1/13/2005	CO	Update database with 11.04 Monthly Invoice of Buist (.10)	0.10	4.00
	LMH	telephone conference with C. Danielson, Moses & Singer, re: amended fourth quarterly application.	0.10	13.00
	LMH	detailed review of Pacer to confirm status of filing of Buist Moore's quarterly application, and draft e-mail to C. Summerall IV re: same.	0.30	39.00
	LMH	detailed review of Buist Moore's October 2004 application.	0.20	26.00
	LMH	detailed review of Pacer for status of Bayard's filed monthly applications for the fourth quarterly period.	0.20	26.00
	LMH	detailed review of Bayard's September 2004 application.	0.20	26.00
	LMH	receive and review e-mail from C. Danielson, Moses & Singer, re: August 2004 expense detail.	0.10	13.00
	LMH	draft fourth quarterly initial report for Blair Bohle.	0.50	65.00
	LMH	detailed review of Blair Bohle's fourth quarterly application.	0.20	26.00
	LMH	detailed review of Blair, Bohle's October 2004 application.	0.20	26.00
	LMH	detailed review of Blair, Bohle's September 2004 application.	0.40	52.00
	LMH	receive, review, and respond to e-mail from G. Bohle re: quarterly application for fourth interim period.	0.10	13.00
	LMH	Continued draft fourth quarterly initial report and exhibits for Moses & Singer.	1.60	208.00
	LMH	receive and review second e-mail from G. Bohle re: status of filing for fourth quarterly period application.	0.10	13.00

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Hours **Amount**

1/13/2005	LMH	receive and review e-mail from J. Robinson, Rayburn Cooper, re: December 2004 application.	0.10	13.00
	LMH	detailed review of Blair, Bohle's August 2004 application.	0.30	39.00
1/14/2005	DTW	Review and revise Moses Singer, Glair and HGH 4th interim initial reports (.4).	0.40	58.00
	CO	Update database with 11.04 Monthly Invoice of Nelson (.10)	0.10	4.00
	LMH	detailed review of Stephens' Sixth Application.	0.10	13.00
	LMH	detailed review of Stephens' Fifth Application.	0.10	13.00
1/15/2005	LMH	draft fourth quarterly initial report for Stephens.	1.00	130.00
	LMH	detailed review of Stephens' August 2004 application for the sale of Modern Assets.	0.30	39.00
	LMH	detailed review of Pacer to confirm which asset sales cover Stephens' fourth quarterly billing period.	0.30	39.00
1/17/2005	CO	Update database with 10.04 and 11.04 Monthly Invoices of Bayard (.10)	0.10	4.00
	DTW	Review and revise 4th initial report for Stephens (.1).	0.10	14.50
1/18/2005	CO	Update database with 11.04 Monthly Invoice of Moses (.10); 09.04 Monthly Invoice of Blair (.10); 12.04 Monthly Invoice of Rayburn (.10); 06.17.04 through 12.31.04 Interim Fee Application of McGladrey (.10)	0.40	16.00
	LMH	receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: extension for time to respond to fourth quarterly initial report.	0.10	13.00
1/19/2005	LMH	receive, review, and respond to e-mail from C. Summerall, Buist Moore, re: status of fourth quarterly application.	0.10	13.00

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Hours **Amount**

1/19/2005	LMH	draft e-mail to G. Dixon and L. Barr, Nelson Mullins, re: fourth quarterly application.	0.30	39.00
	LMH	detailed review of correspondence between U.S. Trustee and Nelson Mullins re: lumping issues in applications.	0.20	26.00
	LMH	Preliminary draft of omnibus final report re fourth quarterly period for Nelson Mullins.	0.20	26.00
1/21/2005	LMH	Preliminary draft of final report re Morris Nichols for fourth quarterly period.	0.50	65.00
	LMH	draft e-mail to M. Busenkell, Morris Nichols, re: fourth quarterly initial report.	0.10	13.00
	LMH	Preliminary draft of final report re Rayburn for fourth quarterly period.	0.10	13.00
	LMH	telephone conference with J. Robinson, Rayburn Cooper, re: extension for time to respond to fourth quarterly initial report.	0.10	13.00
	CO	Update database with 08.01.04 through 10.31.04 amended Interim Fee Application of Moses (.10)	0.10	4.00
1/24/2005	CO	Update database with 10.04 Monthly Invoice and 08.01.04 through 10.31.04 Interim Fee Application of Blair (.10)	0.10	4.00
	LMH	Preliminary draft of final report re Blair Bohle for fourth interim period.	0.20	26.00
	LMH	Preliminary draft of final report re HGH for fourth interim period.	0.20	26.00
	LMH	Preliminary draft of final report re Stephens for fourth interim period.	0.20	26.00
1/25/2005	LMH	detailed review of Bayard's fourth quarterly application.	0.10	13.00
	LMH	draft fourth quarterly initial report for Bayard.	0.50	65.00
	LMH	detailed review of Moses & Singer's amended fourth quarterly application.	0.30	39.00

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Hours **Amount**

1/25/2005	LMH	draft e-mail to C. Danielson, Moses & Singer, re: initial report for fourth quarterly amended application.	0.10	13.00
	LMH	detailed review of fourth quarterly initial report for Moses & Singer based on data provided in amended application.	0.10	13.00
	LMH	detailed review of Bayard's October 2004 application.	0.40	52.00
1/26/2005	LMH	receive, review, and respond to e-mail from G. Donilon, Morris Nichols, re: extension of time to respond to fourth quarterly initial report.	0.10	13.00
	LMH	receive and review e-mail from C. Danielson, Moses, re: November 2004 electronic detail.	0.10	13.00
	DTW	Review and revise Bayard 4th initial report (.1).	0.10	14.50
	CO	Update database with 12.04 Monthly Invoice of HGH (.10); 12.04 Monthly Invoice of Moses (.10)	0.20	8.00
	CO	Update database with 12.04 Monthly Invoice of Bayard (.10)	0.10	4.00
1/27/2005	LMH	receive and review second e-mail from A. Durham, Rayburn Cooper, re: preliminary response to fourth quarterly initial report.	0.10	13.00
1/28/2005	CO	Update database with 08.01.04 through 10.31.04 Interim Fee Application of Bayard (.10)	0.10	4.00
1/29/2005	LMH	detailed review of HGH's November 2004 application.	0.20	26.00
	LMH	detailed review of Buist Moore's November 2004 application.	0.30	39.00
	LMH	detailed review of Nelson Mullins' November 2004 application.	0.20	26.00
1/30/2005	LMH	receive and review e-mail from P. Marfizo, Buist Moore, re: quarterly application.	0.10	13.00
1/31/2005	LMH	receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: December 2004 application.	0.10	13.00

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		<u>Hours</u>	<u>Amount</u>
1/31/2005	LMH detailed review of Bayard's November 2004 application.	0.20	26.00
	LMH detailed review of Rayburn Cooper's November 2004 application.	1.50	195.00
	LMH draft e-mail to G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report.	0.10	13.00
	LMH Preliminary draft of final report re Nelson Mullins for fourth quarterly period.	0.50	65.00
	LMH receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report.	0.10	13.00
	LMH receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: December 2004 application and continued efforts to correct lumping issues.	0.40	52.00
	LMH Continued detailed review of Nelson Mullins' November 2004 application.	0.30	39.00
	LMH receive, review, and respond to e-mail from R. Haeberle, Hirschler Fleischer, re: status of Cobblestone's second interim application. [not part of cap calculation]	0.10	13.00
	LMH Additions to preliminary draft of omnibus final report re fourth quarterly period with fee and expense request for Buist Moore.	0.20	26.00
	LMH detailed review of Buist Moore's fourth quarterly application.	0.10	13.00
	LMH telephone conference with G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report.	0.20	26.00
For professional services rendered		50.80	\$6,429.50
Additional Charges :			
		<u>Price</u>	
	Third party copies & document prep/setup of Fourth Interim Fee Application of WHS	44.85	44.85

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	<u>Price</u>	<u>Amount</u>
Third party copies & document prep/setup of Final Report of Moses, Bayard and Morris for the period 05.01.04 - 07.31.04	51.48	51.48
Third party copies & document prep/setup of December 2004 Monthly Invoice of WHS, Initial Report of Rayburn and Morris for the period 08.01.04 - 10.31.04	21.53	21.53
Third party copies & document prep/setup of Initial Report of Nelson for the period 08.01.04 - 10.31.04	0.91	0.91
Pacer charges for 10.01.04 - 12.31.04	84.98	84.98
Court Call	41.20	41.20
Total costs		\$244.95
Total amount of this bill		\$6,674.45

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Courtney Orent	1.30	40.00	\$52.00
Doreen T Williams	1.20	145.00	\$174.00
Jeff B. Allgood	0.50	40.00	\$20.00
Lisa M Hamm	46.80	130.00	\$6,084.00
Priscilla G Stidham	0.90	80.00	\$72.00
Warren H Smith	0.10	275.00	\$27.50